

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---------------------------|---|--------------------------|
| In re: | § | |
| | § | |
| NORTHSTAR OFFSHORE | § | Case No. 16-34028 |
| GROUP, LLC, | § | |
| | § | (Chapter 11) |
| DEBTOR. | § | |

**NOTICE OF SECOND REVISED PROPOSED SALE ORDER AND
REVISED ASSET PURCHASE AGREEMENT**

PLEASE TAKE NOTICE that in preparation for the sale hearing scheduled for August 1, 2017 at 10:30 a.m. (Central Time), attached as **Exhibit A** is a copy of the second revised Proposed Sale Order.

PLEASE TAKE FURTHER NOTICE that a redlined version of the second revised Proposed Sale Order against the prior version submitted at ECF No. 730-1 is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that in further preparation for the sale hearing, attached as **Exhibit C** is a copy of the revised Asset Purchase Agreement.

PLEASE TAKE FURTHER NOTICE that a redlined version of the revised Asset Purchase Agreement against the prior version submitted as part of ECF No. 703-1 is attached hereto as **Exhibit D**. This redline includes revisions to a single schedule that were not included in the amended schedules filed as part of ECF No. 732.

Dated: August 1, 2017

Respectfully submitted,

WINSTON & STRAWN LLP

/s/ Lydia T. Protopapas

Lydia T. Protopapas

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CERTIFICATE OF SERVICE

I, Rick Smith, hereby certify that, on August 1, 2017, all counsel of record who are deemed to have consented to electronic service were served with a copy of the *Notice of Second Revised Proposed Sale Order and Revised Asset Purchase Agreement* via the Court's CM/ECF system.

/s/ Rick Smith

Rick Smith

Paralegal